

# The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

Examiner

## ARTICLES OF ORGANIZATION

(General Laws, Chapter 156B)

Name  
Approved

### ARTICLE I

The exact name of the corporation is:

Cranberry Knoll Corporation

### ARTICLE II

The purpose of the corporation is to engage in the following business activities:

1. The purchase, sale and/or development of real property, as well as any other business or activity directly or indirectly related or ancillary thereto, including without limitation the development of affordable housing.
2. Any other business or activity in which a Massachusetts corporation may lawfully engage.

C   
 P   
 M   
 R.A.

*Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.*

P.C.

**ARTICLE III**

State the total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	50,000	Common:	None	
Preferred:	None	Preferred:	None	

**ARTICLE IV**

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

Not applicable

**ARTICLE V**

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

Not applicable

**ARTICLE VI**

\*\*Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

The corporation shall operate as a limited dividend organization as defined in 760 CMR 30.02, as it now exists or may be hereafter amended.

See Continuation Sheet 6A attached and incorporated by reference.

\*\*If there are no provisions state "None".

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

ARTICLE VII

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is:

One Winnetuxet Road, Plympton, MA 02367

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Richard L. Springer	26 Granville Baker Way Plympton, MA 02367	P.O. Box 209 Plympton, MA 02367
Treasurer:	Maureen A. Springer	26 Granville Baker Way Plympton, MA 02367	P.O. Box 209 Plympton, MA 02367
Clerk:	Robert L. Marzelli	51 Old Barn Path Marshfield, MA 02050	
Directors:	Richard L. Springer	Same as above	Same as above
	Maureen A. Springer	Same as above	Same as above
	Robert L. Marzelli	Same as above	Same as above

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of:

d. The name and business address of the resident agent, if any, of the corporation is:

None

ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 156B and do hereby sign these Articles of Organization as incorporator(s) this \_\_\_\_\_ day of June, 19/2004

Richard L. Springer

Maureen A. Springer

Robert L. Marzelli

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

Article 6A - Continuation Sheet

ONE: All corporate powers of the Corporation shall be exercised by the Board of Directors except as otherwise provided by law. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, amend or repeal the Bylaws of the Corporation in whole or in part, except with respect to any provision thereof which by law or the Bylaws requires action by the stockholders, and subject to the power of the stockholders to amend or repeal any Bylaw adopted by the Board of Directors.

TWO: Meetings of the stockholders of the Corporation may be held anywhere within the United States.

THREE: The Corporation may be a partner in any business enterprise which it would have power to conduct by itself.

FOUR: In the absence of fraud, no contract or other transaction of the Corporation shall be affected or invalidated by the fact that any of the directors of the Corporation are in any way interested in or connected with any other party to such contract or transaction or are themselves parties to such contract or transaction, provided that the interest in any such contract or transaction of any such director shall at the time be fully disclosed or otherwise known to the Board of Directors. Any director of the Corporation may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize such contract or transaction and any vote and act upon any matter, contract or transaction between the Corporation and any other person without regard to the fact that he is also a stockholder, director or officer of, or has any interest in, such other person with the same force and effect as if he were not such a stockholder, director or officer or not so interested. Any contract or other transaction of the Corporation or of the Board of Directors or of any committee thereof which shall be ratified by a majority of the holders of the issued and outstanding stock entitled to vote at any annual meeting or any special meeting called for that purpose shall be as valid and as binding as though ratified by every stockholder of the corporation, provided, however, that any failure of the stockholders to approve or ratify such contract or other transaction, when and if submitted, shall not be deemed in any way to render the same invalid or deprive the directors and officers of their right to proceed with such contract or other transaction.

FIVE: No director of the Corporation shall be personally liable to the Corporation or its stockholders of monetary damages for a breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of a director, to the extent that such liability is imposed by applicable law, (i) for a breach of the director's duty of

loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 61 or 62 of Massachusetts General Laws Chapter 156B, or (iv) for any transaction from which the director derived an improper personal benefit. The foregoing shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date upon which the foregoing became effective. No amendment or deletion of the foregoing provisions of this Paragraph Five which restricts or limits the limitations on liability provided thereunder to directors shall apply or be effective with respect to any actions and omissions of any director occurring prior to the date said amendment or deletion became effective.

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION  
(General Laws, Chapter 156B)

---

---

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ \_\_\_\_\_ having been paid, said articles are deemed to have been filed with me this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_\_.

Effective date: \_\_\_\_\_

**WILLIAM FRANCIS GALVIN**  
*Secretary of the Commonwealth*

**FILING FEE:** One tenth of one percent of the total authorized capital stock, but not less than \$200.00. For the purpose of filing, shares of stock with a par value less than \$1.00, or no par stock, shall be deemed to have a par value of \$1.00 per share.

**TO BE FILLED IN BY CORPORATION**  
Photocopy of document to be sent to:

\_\_\_\_\_  
Robert L. Marzelli  
\_\_\_\_\_  
506 Plain St., Suite 202  
\_\_\_\_\_  
Marshfield, MA 02050  
\_\_\_\_\_

Telephone: \_\_\_\_\_



26860602601

Page 1

26860602601

**CORPORATE RECORDS & BUSINESS REGISTRATIONS**

This Record Last Updated: 10/25/2004  
Database Last Updated: 11-04-2004  
Update Frequency: WEEKLY  
Current Date: 11/12/2004  
Source: AS REPORTED BY THE SECRETARY OF STATE OR OTHER  
OFFICIAL SOURCE

**COMPANY INFORMATION**

Name: **CRANBERRY KNOLL CORPORATION**  
Address: ONE WINNETUXET ROAD  
PLYMPTON, MA 02367

**FILING INFORMATION**

Filing Date: 06/28/2004  
State of Incorporation: MASSACHUSETTS  
Date Incorporated: 06/28/2004  
Status: ACTIVE  
Corporation Type: PROFIT  
Business Type: DOMESTIC CORPORATION  
Address Type: MAILING  
Registration ID#: 000871317

Copr. © 2004 West. No Claim to Orig. U.S. Govt. Works.

26860602601

Page 2

Where Filed: SECRETARY OF THE COMMONWEALTH/CORPORATIONS DIVISION  
1 ASHBURTON PL  
BOSTON, MA 02108

**PRINCIPAL INFORMATION**

Name: RICHARD L. SPRINGER

Title: DIRECTOR

Name: ROBERT L MARZELLI

Title: DIRECTOR

Name: MAUREEN A SPRINGER

Title: DIRECTOR

Name: RICHARD L. SPRINGER

Title: PRESIDENT

Name: ROBERT L MARZELLI

Title: SECRETARY

Name: MAUREEN A SPRINGER

Title: TREASURER

**AMENDMENT INFORMATION**

Amendments: 06/28/2004 MISCELLANEOUS; ARTICLES OF ORGANIZATION

Copr. © 2004 West. No Claim to Orig. U.S. Govt. Works.